

UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF MASSACHUSETTS

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TREXEL, INC. and  
MASSACHUSETTS INSTITUTE  
OF TECHNOLOGY,

Plaintiffs,

v.

DISPOZ-O PRODUCTS, INC.,

Defendant.

U.S. DISTRICT COURT  
DISTRICT OF MASS.

C.A. NO. 04CV10879-JLT

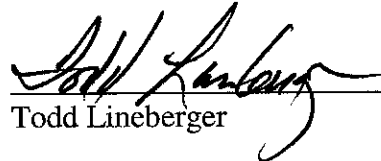
**AFFIDAVIT OF TODD LINEBERGER  
IN SUPPORT OF DISPOZ-O PRODUCTS, INC.'S MOTION FOR TRANSFER  
OF VENUE PURSUANT TO 28 U.S.C. § 1404(a)**

I, Todd Lineberger, under oath depose and state as follows:

1. I am the Chief Financial Officer, Corporate Controller, Secretary and Treasurer for the Defendant Dispoz-o Products, Inc. ("Dispoz-o"). I have personal knowledge of the facts stated in this affidavit and have personal knowledge regarding Dispoz-o's business records referenced herein, and I could completely testify to them if called to do so.
2. Dispoz-o is a manufacturer of plastic cutlery, which are produced by an injection molding process, and plastic drinking straws, which are produced by an extrusion process. Dispoz-o has been in business since 1963, and its sole manufacturing facility is a 520,000 square foot plant located on approximately eighty-two acres in Fountain Inn, South Carolina. Prior to becoming involved with Trexel, Dispoz-o was not engaged in making any foam products via foam sheet extrusion or thermoforming.

3. All of Dispoz-o's manufacturing occurs in South Carolina. None of Dispoz-o's manufacturing occurs in Massachusetts. All of Dispoz-o's executive and sales offices are also in South Carolina. Dispoz-o makes no direct sales of its foam products in Massachusetts, though it sells to distributors in other states who may then sell into Massachusetts. Dispoz-o also has distribution centers located in Commerce, California and Houston, Texas. All Dispoz-o employees with knowledge of the issues raised in the Complaint, and who will likely be witnesses in this matter, reside in South Carolina.

I declare under penalty of perjury that the foregoing is true and correct. Executed on July 1, 2004.

  
Todd Lineberger

**CERTIFICATE OF SERVICE**

I hereby certify that a true copy of the above document was served upon the attorney of record for each other party by Mark Handon 7-2-04  
DEPS